

FILED
 UNITED STATES DISTRICT COURT
 FOR THE DISTRICT OF MASSACHUSETTS

2004 JUN -1 P 2:26

DR. THOMAS J. WYLY,

Plaintiff,

v.

THE INTERNATIONAL FOUNDATION
 FOR EDUCATION AND SELF-HELP
 and THE LEON H. SULLIVAN
 FOUNDATION,

Defendants.

U.S. DISTRICT COURT
 DISTRICT OF MASS.

MAGISTRATE JUDGE Cohen

CIVIL ACTION NO.

RECEIPT # 56268
 AMOUNT \$ 150
 SUMMONS ISSUED N/A
 LOCAL RULE 4.1 1
 WAIVER FORM 1
 MCF ISSUED 1
 BY DPTY. CLK. F.O.M
 DATE 6-1-04

DEFENDANTS' JOINT NOTICE OF REMOVAL

Pursuant to 28 U.S.C. § 1446, Defendants The International Foundation for Education and Self-Help ("IFESH") and The Leon H. Sullivan Foundation ("Sullivan Foundation") hereby notice the removal of the above-captioned matter from the Superior Court for Middlesex County, Department of the Trial Court of the Commonwealth of Massachusetts, Civil Action No. 04-01037-E. In support thereof, defendants state the following:

1. Defendants IFESH and Sullivan Foundation were served separately via Certified Mail with copies of the complaint in this action on May 3, 2004.
2. True and correct copies of the complaint, summonses and civil action cover sheet are attached hereto as Exhibit A and constitute all process, pleadings and orders served upon the defendants in this action.

3. In accordance with the requirements of 28 U.S.C. § 1446, this notice of removal is filed within thirty (30) days after the defendants first received a copy of the initial pleading setting forth the claims for relief upon which plaintiff's action is based as set forth above.

4. Plaintiff Dr. Thomas J. Wyly is an individual residing at 27 Van Ness Road, Belmont, Massachusetts.

5. Defendant The International Foundation for Education and Self-Help is incorporated as a 501(c)(3) non-profit, charitable organization under the laws of the Commonwealth of Pennsylvania with its principal place of business at 5040 E. Shea Boulevard, Suite 260, Scottsdale, Arizona 85254-4687.

6. Defendant Leon H. Sullivan Foundation is incorporated as a 501(c)(3) non-profit, charitable organization under the laws of Washington D.C. with its principal place of business at 1900 K. St. NW, Suite 1060, Washington D.C. 20006.

7. Plaintiff's complaint alleges causes of action against the defendants for breach of contract, promissory estoppel, breach of implied covenant of good faith and fair dealing, unjust enrichment and quantum meruit in connection with an alleged agreement for the plaintiff to provide certain services to the defendants, and unfair and deceptive acts by the defendants in violation of M.G.L. c. 93A. In his complaint, plaintiff seeks damages for the value of his services in 2002 and the first half of 2003 and alleges an agreed compensation rate for said services variously as "\$195,000 per year" and "\$120,000 per year, plus benefits calculated at 35% of this salary." See Plaintiff's Complaint at ¶¶ 9-10. In the civil action cover sheet filed with his complaint, plaintiff asserts damages "over \$200,000.00." Without admitting and expressly denying the validity of plaintiff's causes of action, it is clear that the amount in

controversy in this action will exceed the sum of Seventy-Five Thousand Dollars (\$75,000.00), exclusive of interest and costs.

8. In accordance with 28 U.S.C. § 1332, there is complete diversity of citizenship between the parties, and the amount in controversy exceeds the sum of Seventy-Five Thousand Dollars (\$75,000.00), exclusive of interest and costs.

9. Defendants IFESH and Sullivan Foundation respectfully ask that this action be removed to the United States District Court for the District of Massachusetts for further proceedings, as though this action had originally been instituted in that Court.

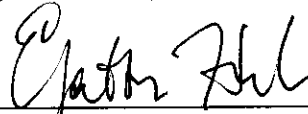
10. Pursuant to 28 U.S.C. § 1446(d), defendants IFESH and Sullivan Foundation will promptly file a copy of this notice of removal with the Clerk of the Superior Court, Middlesex County, Commonwealth of Massachusetts, and will also serve a copy upon all counsel of record.

WHEREFORE, the defendants The International Foundation for Education and Self-Help and The Leon H. Sullivan Foundation request that the action now pending against them in the Superior Court of Middlesex County, Department of the Trial Court of the Commonwealth of Massachusetts, Civil Action No. 04-01037-E, be removed to this court.

Respectfully submitted,

THE LEON H. SULLIVAN
FOUNDATION,

By its attorneys,



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Elizabeth Heinrich (BBO #648090)
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THE INTERNATIONAL FOUNDATION
FOR EDUCATION AND SELF-HELP,

By its attorneys,

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Washington, DC 20006-5221
(202) 661-3790

Dated: June 1, 2004

CERTIFICATE OF SERVICE
I hereby certify that a true copy of the above document
was served upon the attorney of record for each other
party by (hand/mail) on 6/1/04

Marie F. Mercier

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

1. TITLE OF CASE (NAME OF FIRST PARTY ON EACH SIDE ONLY) Dr. Thomas J. Wyly v. The International Foundation For Education and Self-Help, et al.

2. CATEGORY IN WHICH THE CASE BELONGS BASED UPON THE NUMBERED NATURE OF SUIT CODE LISTED ON THE CIVIL COVER SHEET. (SEE LOCAL RULE 40.1(A)(1))

- ☐ I. 160, 410, 470, R.23, REGARDLESS OF NATURE OF SUIT.
- ☐ II. 195, 368, 400, 440, 441-444, 540, 550, 555, 625, 710, 720, 730, 740, 790, 791, 820*, 830*, 840*, 850, 890, 892-894, 895, 950
- ☒ III. 110, 120, 130, 140, 151, 190, 210, 230, 240, 245, 290, 310, 315, 320, 330, 340, 345, 350, 355, 360, 362, 365, 370, 371, 380, 385, 450, 891.
- ☐ IV. 220, 422, 423, 430, 460, 510, 530, 610, 620, 630, 640, 650, 660, 690, 810, 861-865, 870, 871, 875, 900.
- ☐ V. 150, 152, 153.

*Also complete AO 120 or 121
for patent, trademark or copyright cases

3. TITLE AND NUMBER, IF ANY, OF RELATED CASES. (SEE LOCAL RULE 40.1(E)).

N/A

4. HAS A PRIOR ACTION BETWEEN THE SAME PARTIES AND BASED ON THE SAME CLAIM EVER BEEN FILED IN THIS COURT? YES ☐ NO ☒

DOES THE COMPLAINT IN THIS CASE QUESTION THE CONSTITUTIONALITY OF AN ACT OF CONGRESS AFFECTING THE PUBLIC INTEREST? (SEE 28 USC 2403) YES ☐ NO ☒

IF SO, IS THE U.S.A. OR AN OFFICER, AGENT OR EMPLOYEE OF THE U.S. A PARTY? YES ☐ NO ☐

6. IS THIS CASE REQUIRED TO BE HEARD AND DETERMINED BY A DISTRICT COURT OF THREE JUDGES PURSUANT TO TITLE 28 USC 2284? YES ☐ NO ☒

7. DO ALL PARTIES IN THIS ACTION RESIDE IN THE CENTRAL SECTION OF THE DISTRICT OF MASSACHUSETTS

(WORCESTER COUNTY) - (SEE LOCAL RULE 40.1(C)) YES ☐ NO ☒

OR IN THE WESTERN SECTION (BERKSHIRE, FRANKLIN, HAMPDEN OR HAMPSHIRE COUNTIES)?

(SEE LOCAL RULE 40.1(D)) YES ☐ NO ☒

8. DO ALL OF THE PARTIES RESIDING IN MASSACHUSETTS RESIDE IN THE CENTRAL AND/OR WESTERN SECTIONS OF THE DISTRICT? YES ☐ NO ☒

(a) IF YES, IN WHICH SECTION DOES THE PLAINTIFF RESIDE? _____

9. IN WHICH SECTION DO THE ONLY PARTIES RESIDING IN MASSACHUSETTS RESIDE? Middlesex County

10. IF ANY OF THE PARTIES ARE THE UNITED STATES, COMMONWEALTH OF MASSACHUSETTS, OR ANY GOVERNMENTAL AGENCY OF THE U.S.A. OR THE COMMONWEALTH, DO ALL OTHER PARTIES RESIDE IN THE

CENTRAL SECTION; YES ☐ NO ☐ OR WESTERN SECTION; YES ☐ NO ☐

(PLEASE TYPE OR PRINT)

ATTORNEY'S NAME Michael L. Rosen, Attorney for The Leon H. Sullivan Foundation

ADDRESS Foley Hoag LLP, 155 Seaport Boulevard, Boston, MA 02210-2600

TELEPHONE NO (617) 832-1000

CIVIL COVER SHEET

The JS-44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

I. (a) PLAINTIFFS
Dr. Thomas J. Wylly

FILED
IN CLERK'S OFFICE
DEFENDANTS
1 P 2 20

The International Foundation For Educations and Self-Help and The Leon H. Sullivan Foundation

(b) COUNTY OF RESIDENCE OF FIRST LISTED PLAINTIFF Middlesex

COUNTY OF RESIDENCE OF FIRST LISTED DEFENDANT Maricopa County, AZ

(EXCEPT IN U.S. PLAINTIFF CASES)

U.S. DISTRICT COURT
DISTRICT OF MASSACHUSETTS

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED

(c) ATTORNEYS (FIRM NAME, ADDRESS, AND TELEPHONE NUMBER)
David A. Brown (BBO #556511), Pamela A. Zorn (BBO #640800)
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(617) 646-2000

ATTORNEYS (IF KNOWN)
Michael L. Rosen (BBO# 559954), Elizabeth Heinrich (BBO# 648090)
Foley Hoag LLP
155 Seaport Boulevard, Boston, MA 02210-2600
617-832-1000 Attorneys for Deft. The Leon H. Sullivan Foundation

II. BASIS OF JURISDICTION (PLACE AN "X" IN ONE BOX ONLY)

- ☐ 1 U.S. GOVERNMENT Plaintiff
☐ 2 U.S. GOVERNMENT Defendant
☐ 3 FEDERAL QUESTION (US Government Not a Party)
☒ 4 DIVERSITY (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (PLACE AN "X" IN ONE BOX FOR PLAINTIFF AND ONE BOX FOR DEFENDANT)

- | | PTF | DEF | | PTF | DEF |
|---|---------------------------------------|----------------------------|---|----------------------------|---------------------------------------|
| Citizen of This State | <input checked="" type="checkbox"/> 1 | <input type="checkbox"/> 1 | Incorporated or Principal Place of Business in This State | <input type="checkbox"/> 4 | <input type="checkbox"/> 4 |
| Citizen of Another State | <input type="checkbox"/> 2 | <input type="checkbox"/> 2 | Incorporated and Principal Place of Business in Another State | <input type="checkbox"/> 5 | <input checked="" type="checkbox"/> 5 |
| Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3 | <input type="checkbox"/> 3 | Foreign Nation | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 |

IV. ORIGIN

- ☐ 1 Original Proceeding ☒ 2 Removed from State Court ☐ 3 Remanded from Appellate Court ☐ 4 Reinstated or Reopened ☐ 5 Transferred from another district (specify) ☐ 6 Multidistrict Litigation ☐ 7 Appeal to District Judge from Magistrate Judgment

V. NATURE OF SUIT (PLACE AN "X" IN ONE BOX ONLY.)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excl. Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholder Suits <input checked="" type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability	PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury PERSONAL INJURY <input type="checkbox"/> 362 Personal Injury Medical Malpractice <input type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 366 Asbestos Personal Injury Product Liability PERSONAL PROPERTY <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth In Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability PRISONER PETITIONS <input type="checkbox"/> 510 Motions to Vacate Sentence HABEAS CORPUS: <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition	<input type="checkbox"/> 610 Agriculture <input type="checkbox"/> 620 Other Food & Drug <input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 630 Liquor Laws <input type="checkbox"/> 640 R.R. & Truck <input type="checkbox"/> 650 Airline Regs <input type="checkbox"/> 660 Occupational Safety Health <input type="checkbox"/> 690 Other LABOR <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Mgmt. Relations <input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Empl. Ret. Inc. Security Act	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark SOCIAL SECURITY <input type="checkbox"/> 861 HIA (1395 ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 D/WC, DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g)) FEDERAL TAX SUITS <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS — Third Party 26 USC 7609	<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commercial/ICC Rates/etc. <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced & Corrupt Organizations <input type="checkbox"/> 810 Selective Service <input type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes <input type="checkbox"/> 890 Other Statutory Actions

VI. CAUSE OF ACTION (CITE THE U.S. CIVIL STATUTE UNDER WHICH YOU ARE FILING AND WRITE BRIEF STATEMENT OF CAUSE. DO NOT CITE JURISDICTIONAL STATUTES UNLESS DIVERSITY.)

Jurisdiction: 28 U.S.C. section 1332

Causes of Action: Plaintiff alleges breach of contract, promissory estoppel, breach of implied covenant of good faith and fair dealing, unjust enrichment and quantum meruit, and unfair and deceptive acts in violation of M.G.L. c. 93A.

VII. REQUESTED IN DEMAND \$ CHECK YES only if demanded in complaint:

COMPLAINT: ☐ UNDER F.R.C.P. 23

JURY DEMAND: ☒ YES ☐ NO

VIII. RELATED CASE(S) (See Instructions):
IF ANY

JUDGE

DOCKET NUMBER

DATE

SIGNATURE OF ATTORNEY OF RECORD

FOR OFFICE USE ONLY

RECEIPT# AMOUNT APPLYING IFP JUDGE MAG.JUDGE